

FIRST AMENDMENT TO LICENSE AGREEMENT

THIS FIRST AMENDMENT TO LICENSE AGREEMENT ("First Amendment") is executed as of September __, 1998, by and between BOEING REALTY CORPORATION ("Owner") and AUTONATION USA CORPORATION ("AutoNation").

RECITALS

A. Owner and AutoNation entered into a License Agreement ("License") dated effective July, 1998, pursuant to which Owner agreed to allow AutoNation to access certain real property and improvements located in the City of Los Angeles, Los Angeles County, California, said property more fully described in the License.

B. AutoNation has requested and Owner has agreed to expand the scope of activities that can be undertaken by AutoNation under the terms of the License.

C. Owner and AutoNation have agreed to amend the License thereto as provided in this First Amendment and now desire to evidence their agreement.

AGREEMENTS

FOR VALUE RECEIVED, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00), the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, Owner and AutoNation agree as follows:

1. Section 1 of the License is hereby amended in its entirety to read as follows:

"1. License. After the execution hereof and continuing until the earlier to occur of (a) the completion of the Construction Work (as defined below), (b) the purchase of the Property by AutoNation or (c) written notice from Owner pursuant to Section 5 below, Owner hereby grants to AutoNation and AutoNation's agents, representatives, contractors, employees and designees a license to enter the Property and to perform and complete the construction work described on Exhibit "B" attached hereto ("Construction Work") and other work related thereto, including, without limitation, applying for and obtaining all permits and approvals necessary to complete the Construction Work, at AutoNation's sole cost and expense (the "License")."

2. Exhibit "B" to this First Amendment is hereby added as Exhibit "B" to the License.

3. From and after the date of this First Amendment, all references in the License to "Grading" shall be changed to "Construction Work".

4. Except as expressly amended by this First Amendment, the License is hereby reaffirmed by the parties and shall be and remain in full force and effect as therein provided.

5. All terms not otherwise defined in this First Amendment shall have the meanings given to such terms in the License.

6. This First Amendment may be executed by the parties hereto exchanging by facsimile signed counterparts of this First Amendment.

IN WITNESS WHEREOF, Owner and AutoNation have executed this First Amendment on the day and year first above written.

BOEING REALTY CORPORATION

By: *A. Barker*

Name: *S. J. Barker*

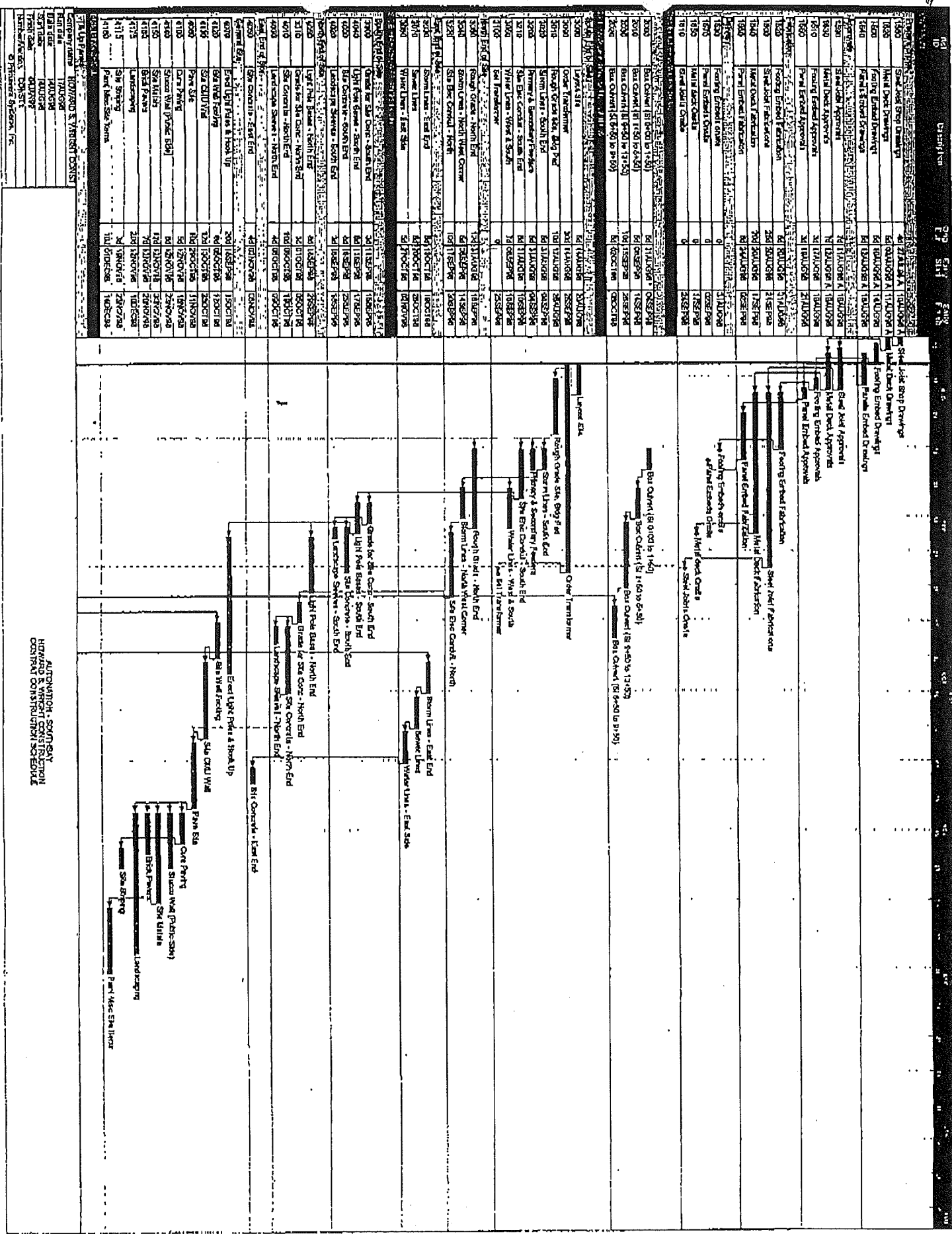
Title: *Director, Business Operations*

AUTONATION USA CORPORATION

By: _____

Name: _____

Title: _____



Item	Description	Unit	Price	Amount
5000	Ceiling Duct	64	114.00	7,296.00
5010	Liquid Panels & Front	34	112.50	3,825.00
5020	Panel Back and End Panels	14	112.50	1,575.00
5030	Four Panels	54	112.50	6,037.50
5040	One Panel	44	112.50	4,950.00
5050	Two Panels	44	112.50	4,950.00
5060	Three Panels	34	112.50	3,825.00
5070	Four Panels	24	112.50	2,700.00
5080	Five Panels	14	112.50	1,575.00
5090	Six Panels	4	112.50	450.00
5100	Seven Panels	4	112.50	450.00
5110	Eight Panels	4	112.50	450.00
5120	Nine Panels	4	112.50	450.00
5130	Ten Panels	4	112.50	450.00
5140	Eleven Panels	4	112.50	450.00
5150	Twelve Panels	4	112.50	450.00
5160	Thirteen Panels	4	112.50	450.00
5170	Fourteen Panels	4	112.50	450.00
5180	Fifteen Panels	4	112.50	450.00
5190	Sixteen Panels	4	112.50	450.00
5200	Seventeen Panels	4	112.50	450.00
5210	Eighteen Panels	4	112.50	450.00
5220	Nineteen Panels	4	112.50	450.00
5230	Twenty Panels	4	112.50	450.00
5240	Twenty One Panels	4	112.50	450.00
5250	Twenty Two Panels	4	112.50	450.00
5260	Twenty Three Panels	4	112.50	450.00
5270	Twenty Four Panels	4	112.50	450.00
5280	Twenty Five Panels	4	112.50	450.00
5290	Twenty Six Panels	4	112.50	450.00
5300	Twenty Seven Panels	4	112.50	450.00
5310	Twenty Eight Panels	4	112.50	450.00
5320	Twenty Nine Panels	4	112.50	450.00
5330	Thirty Panels	4	112.50	450.00
5340	Thirty One Panels	4	112.50	450.00
5350	Thirty Two Panels	4	112.50	450.00
5360	Thirty Three Panels	4	112.50	450.00
5370	Thirty Four Panels	4	112.50	450.00
5380	Thirty Five Panels	4	112.50	450.00
5390	Thirty Six Panels	4	112.50	450.00
5400	Thirty Seven Panels	4	112.50	450.00
5410	Thirty Eight Panels	4	112.50	450.00
5420	Thirty Nine Panels	4	112.50	450.00
5430	Forty Panels	4	112.50	450.00
5440	Forty One Panels	4	112.50	450.00
5450	Forty Two Panels	4	112.50	450.00
5460	Forty Three Panels	4	112.50	450.00
5470	Forty Four Panels	4	112.50	450.00
5480	Forty Five Panels	4	112.50	450.00
5490	Forty Six Panels	4	112.50	450.00
5500	Forty Seven Panels	4	112.50	450.00
5510	Forty Eight Panels	4	112.50	450.00
5520	Forty Nine Panels	4	112.50	450.00
5530	Fifty Panels	4	112.50	450.00
5540	Fifty One Panels	4	112.50	450.00
5550	Fifty Two Panels	4	112.50	450.00
5560	Fifty Three Panels	4	112.50	450.00
5570	Fifty Four Panels	4	112.50	450.00
5580	Fifty Five Panels	4	112.50	450.00
5590	Fifty Six Panels	4	112.50	450.00
5600	Fifty Seven Panels	4	112.50	450.00
5610	Fifty Eight Panels	4	112.50	450.00
5620	Fifty Nine Panels	4	112.50	450.00
5630	Sixty Panels	4	112.50	450.00
5640	Sixty One Panels	4	112.50	450.00
5650	Sixty Two Panels	4	112.50	450.00
5660	Sixty Three Panels	4	112.50	450.00
5670	Sixty Four Panels	4	112.50	450.00
5680	Sixty Five Panels	4	112.50	450.00
5690	Sixty Six Panels	4	112.50	450.00
5700	Sixty Seven Panels	4	112.50	450.00
5710	Sixty Eight Panels	4	112.50	450.00
5720	Sixty Nine Panels	4	112.50	450.00
5730	Seventy Panels	4	112.50	450.00
5740	Seventy One Panels	4	112.50	450.00
5750	Seventy Two Panels	4	112.50	450.00
5760	Seventy Three Panels	4	112.50	450.00
5770	Seventy Four Panels	4	112.50	450.00
5780	Seventy Five Panels	4	112.50	450.00
5790	Seventy Six Panels	4	112.50	450.00
5800	Seventy Seven Panels	4	112.50	450.00
5810	Seventy Eight Panels	4	112.50	450.00
5820	Seventy Nine Panels	4	112.50	450.00
5830	Eighty Panels	4	112.50	450.00
5840	Eighty One Panels	4	112.50	450.00
5850	Eighty Two Panels	4	112.50	450.00
5860	Eighty Three Panels	4	112.50	450.00
5870	Eighty Four Panels	4	112.50	450.00
5880	Eighty Five Panels	4	112.50	450.00
5890	Eighty Six Panels	4	112.50	450.00
5900	Eighty Seven Panels	4	112.50	450.00
5910	Eighty Eight Panels	4	112.50	450.00
5920	Eighty Nine Panels	4	112.50	450.00
5930	Ninety Panels	4	112.50	450.00
5940	Ninety One Panels	4	112.50	450.00
5950	Ninety Two Panels	4	112.50	450.00
5960	Ninety Three Panels	4	112.50	450.00
5970	Ninety Four Panels	4	112.50	450.00
5980	Ninety Five Panels	4	112.50	450.00
5990	Ninety Six Panels	4	112.50	450.00
6000	Ninety Seven Panels	4	112.50	450.00
6010	Ninety Eight Panels	4	112.50	450.00
6020	Ninety Nine Panels	4	112.50	450.00
6030	One Hundred Panels	4	112.50	450.00
6040	One Hundred One Panels	4	112.50	450.00
6050	One Hundred Two Panels	4	112.50	450.00
6060	One Hundred Three Panels	4	112.50	450.00
6070	One Hundred Four Panels	4	112.50	450.00
6080	One Hundred Five Panels	4	112.50	450.00
6090	One Hundred Six Panels	4	112.50	450.00
6100	One Hundred Seven Panels	4	112.50	450.00
6110	One Hundred Eight Panels	4	112.50	450.00
6120	One Hundred Nine Panels	4	112.50	450.00
6130	One Hundred Ten Panels	4	112.50	450.00
6140	One Hundred Eleven Panels	4	112.50	450.00
6150	One Hundred Twelve Panels	4	112.50	450.00
6160	One Hundred Thirteen Panels	4	112.50	450.00
6170	One Hundred Fourteen Panels	4	112.50	450.00
6180	One Hundred Fifteen Panels	4	112.50	450.00
6190	One Hundred Sixteen Panels	4	112.50	450.00
6200	One Hundred Seventeen Panels	4	112.50	450.00
6210	One Hundred Eighteen Panels	4	112.50	450.00
6220	One Hundred Nineteen Panels	4	112.50	450.00
6230	One Hundred Twenty Panels	4	112.50	450.00
6240	One Hundred Twenty One Panels	4	112.50	450.00
6250	One Hundred Twenty Two Panels	4	112.50	450.00
6260	One Hundred Twenty Three Panels	4	112.50	450.00
6270	One Hundred Twenty Four Panels	4	112.50	450.00
6280	One Hundred Twenty Five Panels	4	112.50	450.00
6290	One Hundred Twenty Six Panels	4	112.50	450.00
6300	One Hundred Twenty Seven Panels	4	112.50	450.00
6310	One Hundred Twenty Eight Panels	4	112.50	450.00
6320	One Hundred Twenty Nine Panels	4	112.50	450.00
6330	One Hundred Thirty Panels	4	112.50	450.00
6340	One Hundred Thirty One Panels	4	112.50	450.00
6350	One Hundred Thirty Two Panels	4	112.50	450.00
6360	One Hundred Thirty Three Panels	4	112.50	450.00
6370	One Hundred Thirty Four Panels	4	112.50	450.00
6380	One Hundred Thirty Five Panels	4	112.50	450.00
6390	One Hundred Thirty Six Panels	4	112.50	450.00
6400	One Hundred Thirty Seven Panels	4	112.50	450.00
6410	One Hundred Thirty Eight Panels	4	112.50	450.00
6420	One Hundred Thirty Nine Panels	4	112.50	450.00
6430	One Hundred Forty Panels	4	112.50	450.00
6440	One Hundred Forty One Panels	4	112.50	450.00
6450	One Hundred Forty Two Panels	4	112.50	450.00
6460	One Hundred Forty Three Panels	4	112.50	450.00
6470	One Hundred Forty Four Panels	4	112.50	450.00
6480	One Hundred Forty Five Panels	4	112.50	450.00
6490	One Hundred Forty Six Panels	4	112.50	450.00
6500	One Hundred Forty Seven Panels	4	112.50	450.00
6510	One Hundred Forty Eight Panels	4	112.50	450.00
6520	One Hundred Forty Nine Panels	4	112.50	450.00
6530	One Hundred Fifty Panels	4	112.50	450.00
6540	One Hundred Fifty One Panels	4	112.50	450.00
6550	One Hundred Fifty Two Panels	4	112.50	450.00
6560	One Hundred Fifty Three Panels	4	112.50	450.00
6570	One Hundred Fifty Four Panels	4	112.50	450.00
6580	One Hundred Fifty Five Panels	4	112.50	450.00
6590	One Hundred Fifty Six Panels	4	112.50	450.00
6600	One Hundred Fifty Seven Panels	4	112.50	450.00
6610	One Hundred Fifty Eight Panels	4	112.50	450.00
6620	One Hundred Fifty Nine Panels	4	112.50	450.00
6630	One Hundred Sixty Panels	4	112.50	450.00
6640	One Hundred Sixty One Panels	4	112.50	450.00
6650	One Hundred Sixty Two Panels	4	112.50	450.00
6660	One Hundred Sixty Three Panels	4	112.50	450.00
6670	One Hundred Sixty Four Panels	4	112.50	450.00
6680	One Hundred Sixty Five Panels	4	112.50	450.00
6690	One Hundred Sixty Six Panels	4	112.50	450.00
6700	One Hundred Sixty Seven Panels	4	112.50	450.00
6710	One Hundred Sixty Eight Panels	4	112.50	450.00
6720	One Hundred Sixty Nine Panels	4	112.50	450.00
6730	One Hundred Seventy Panels	4	112.50	450.00
6740	One Hundred Seventy One Panels	4	112.50	450.00
6750	One Hundred Seventy Two Panels	4	112.50	450.00
6760	One Hundred Seventy Three Panels	4	112.50	450.00
6770	One Hundred Seventy Four Panels	4	112.50	450.00
6780	One Hundred Seventy Five Panels	4	112.50	450.00
6790	One Hundred Seventy Six Panels	4	112.50	450.00
6800	One Hundred Seventy Seven Panels	4	112.50	450.00
6810	One Hundred Seventy Eight Panels	4	112.50	450.00
6820	One Hundred Seventy Nine Panels	4	112.50	450.00
6830	One Hundred Eighty Panels	4	112.50	450.00
6840	One Hundred Eighty One Panels	4	112.50	450.00
6850	One Hundred Eighty Two Panels	4	112.50	450.00
6860	One Hundred Eighty Three Panels	4	112.50	450.00
6870	One Hundred Eighty Four Panels	4	112.50	450.00
6880	One Hundred Eighty Five Panels	4	112.50	450.00
6890	One Hundred Eighty Six Panels	4	112.50	450.00
6900	One Hundred Eighty Seven Panels	4	112.50	450.00
6910	One Hundred Eighty Eight Panels	4	112.50	450.00
6920	One Hundred Eighty Nine Panels	4	112.50	450.00
6930	One Hundred Ninety Panels	4	112.50	450.00
6940	One Hundred Ninety One Panels	4	112.50	450.00
6950	One Hundred Ninety Two Panels	4	112.50	450.00
6960	One Hundred Ninety Three Panels	4	112.50	450.00
6970	One Hundred Ninety Four Panels	4	112.50	450.00
6980	One Hundred Ninety Five Panels	4	112.50	450.00
6990	One Hundred Ninety Six Panels	4	112.50	450.00
7000	One Hundred Ninety Seven Panels	4	112.50	450.00
7010	One Hundred Ninety Eight Panels	4	112.50	450.00
7020	One Hundred Ninety Nine Panels	4	112.50	450.00
7030	Two Hundred Panels	4	112.50	450.00
7040	Two Hundred One Panels	4	112.50	450.00
7050	Two Hundred Two Panels	4	112.50	450.00
7060	Two Hundred Three Panels	4	112.50	450.00
7070	Two Hundred Four Panels	4	112.50	450.00
7080	Two Hundred Five Panels	4	112.50	450.00
7090	Two Hundred Six Panels	4	112.50	450.00
7100	Two Hundred Seven Panels	4	112.50	450.00
7110	Two Hundred Eight Panels	4	112.50	450.00
7120	Two Hundred Nine Panels	4	112.50	450.00
7130	Two Hundred Ten Panels	4	112.50	450.00
7140	Two Hundred Eleven Panels	4	112.50	450.00
7150	Two Hundred Twelve Panels	4	112.50	450.00
7160	Two Hundred Thirteen Panels	4	112.50	450.00
7170	Two Hundred Fourteen Panels	4	112.50	450.00
7180	Two Hundred Fifteen Panels	4	112.50	450.00
7190	Two Hundred Sixteen Panels	4	112.50	450.00
7200	Two Hundred Seventeen Panels	4	112.50	450.00
7210	Two Hundred Eighteen Panels	4	112.50	450.00
7220	Two Hundred Nineteen Panels	4	112.50	450.00
7230	Two Hundred Twenty Panels	4	112.50	450.00
7240	Two Hundred Twenty One Panels	4	112.50	450.00
7250	Two Hundred Twenty Two Panels	4	112.50	450.00
7260	Two Hundred Twenty Three Panels	4	112.50	450.00
7270	Two Hundred Twenty Four Panels	4	112.50	450.00
7280	Two Hundred Twenty Five Panels	4	112.50	450.00
7290	Two Hundred Twenty Six Panels	4	112.50	450.00
7300	Two Hundred Twenty Seven Panels	4	112.50	450.00
7310	Two Hundred Twenty Eight Panels	4	112.50	450.00

[illegible]

**AUTOMATION - SOLIDBAY
HOVARD S. WRIGHT CONSTRUCTION
CONCRETE CONSTRUCTION SCHEDULE**